By-Laws of the International Society for Heart Research, American Section

Constitution

ARTICLE 1. Name

The name of this organization is the

"INTERNATIONAL SOCIETY FOR HEART RESEARCH, AMERICAN SECTION"

ARTICLE II. Purpose

The purpose of the International Society for Heart Research, American Section (ISHR) shall be:

(1) To promote and foster the exchange and diffusion of concepts and information throughout the Americas relating to metabolism, structure, and function of the cardiovascular system in health and disease.

(2) To advance knowledge in the scientific disciplines relating to cardiovascular function and disease.

(3) To hold regular scientific meetings dealing with heart research.

(4) To provide a suitable forum for the discussion of problems relating to cardiovascular function and disease.

ISHR, American Section, has been organized and shall be operated exclusively for the purpose described above. No part of the net earnings of the ISHR shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the ISHR, American Section, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the ISHR, American Section, shall include attempting to influence legislation; and the ISHR, American Section, shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the ISHR, American Section, shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the Society.
Rules and By-Laws

ARTICLE 1. Membership

Section 1.

The ISHR, American Section shall consist of four classes of members:

(1) Members

(2) Emeritus members

(3) Corporate members

(4) Honorary members

Section 2.

A Member shall be designated a "Member of the American Section, International Society for Heart Research." Eligible for membership shall be any physician or scientist who has manifested a scientific interest in heart research. He or she shall pay annual dues fixed by the Council. Members shall be eligible to vote and hold office. The Council may revoke membership for non-payment of dues by majority vote or for malfeasance by a two-thirds' majority decision of the Council. Applications for membership in the ISHR, American Section, shall be submitted on a form approved by the Executive Committee.

Section 3.

An Emeritus Member shall be designated an "Emeritus Member of the American Section, International Society for Heart Research" and shall constitute those who have been Members for a minimum of 9 years and who have made an appropriate request to the Secretary of the ISHR, American Section for cause, such as retirement, disability, hardship, etc. Emeritus Members do not pay dues, but may vote at business meetings and may subscribe to the Journal at the Members rate.

Section 4.

An Honorary Member shall be designated "Honorary Member of the International Society for Heart Research, American Section." when so designated by the International Society. Honorary members do not pay dues, but may vote at business meetings and may subscribe to the Journal at the Member's rate.

Section 5.

A Corporate Member shall be designated "Corporate Member of the International Society for Heart Research, American Section." Corporate membership may be extended to any corporation, partnership, foundation, society, or other organization that contributed to the ISHR, American Section annually a sum fixed by the Executive Committee. Corporate membership includes one subscription to the official
Journal of ISHR. Corporate membership is authorized by the Council and shall be recognized annually in at least one publication of the ISHR, American Section. Corporate members are non-voting.

A list of Members will be available at the meetings of the Section.

ARTICLE II. Finances and Journal Subscriptions

Section 1

The financial year of the ISHR, American Section extends from January 1st to December 31st. All memberships shall be renewed annually. Dues are payable in advance and will be considered to be in arrears as of January 1st. All new members shall be liable for the full annual dues for the year in which their application is accepted. The dues to the ISHR, American Section will be set by the Council.

Section 2.

The official Journal of the ISHR, "Journal of Molecular and Cellular Cardiology," shall be available as follows:

(1) Non-membership subscription at full rate.

(2) Members', Emeritus members', and Honorary members' subscription at reduced rate.

(3) Library and other institutional subscriptions.

The subscription rates shall be determined by the Publisher in consultation with the Executive Committee of the International Society.

ARTICLE III. Council

Section 1.

The Council of the ISHR, American Section shall be the governing body and the legal trustee of all the property of the ISHR, American Section. Its composition should reflect the various disciplines and national diversities of the membership. The duty of the Council is to set the policy and to supervise the affairs of the ISHR, American Section, to formulate by-laws, rules, and regulations. The Council shall have all judicial and executive functions.

Among its specific duties shall be:

(1) Election of the first three classes of members.

(2) Selection at least 2 years in advance of the place where the meeting of the American Section will be held.

(3) Establishment of guidelines for activities and functions sponsored by the ISHR, American Section.
Any other functions not otherwise designated by the by-laws. Section 2.

The Council of the ISHR, American Section shall be composed of all the officers designated in Article IV, 15 councilors all of whom shall be Members of the ISHR, American Section, and the first President of ISHR, Professor Richard Bing, shall be a lifetime councilor.

Section 3. Term of Office

The term of office is 6 years. Councilors may be elected for only one term. Councilors shall take office immediately after the meeting at which they were elected.

Section 4. Council Meetings

(1) There shall be two regular meetings of the Council at the time of each meeting of the Section, one at the beginning of the meeting and the other, of the newly elected Council, at the end of the meeting.

(2) Additional meetings, called Special Meetings, may be held on the recommendation of the President with the approval of the majority of the Executive Committee.

(3) An official mail ballot shall be circulated only upon approval by the majority of the Executive Committee and shall be binding only if two-third's of the Council members respond and more than 50% of the respondents register approval of the ballot in question.

Section 5.

Quorum and Voting
Quorum for the conduct of the Council business shall consist of not less than 40% of the total Council members entitled to vote. There shall be no proxy voting. All decisions of the Council shall be made by simple majority vote of those present unless otherwise specified in the by-laws.

Section 6.

Filling of Vacancies
Any vacancy that may occur on the Council by death, resignation, disqualification, or elevation to office may be filled by majority vote of the Executive Committee. Such an individual will serve the remainder of the unexpired term or until such time as a regular ballot is held by the Council. 
Individuals who serve fewer than three years of an unexpired term on Council retain eligibility for election to the Council for a full nine-year term.

ARTICLE IV. Officers and Executive Committee

Section 1.

Officers of the ISHR, American Section shall be the Immediate Past President, President, President-Elect, Secretary, and Treasurer, and Richard Bing, Life President.
Section 2.

Duties of Officers
The officers shall exercise those duties and rights normally pertaining to the offices they hold and in addition any other duties which may be assigned by the Council. Specific Officers shall have the following duties:

(1) The President shall have the final responsibility for the administration of the Society. The President shall be Chairman of the Council, of the Executive Committee and shall conduct the business meeting. Except for the Nominating Committee, he/she shall appoint all members of standing committees with the advice of the Executive Committee. These should be named at the time of the regular meetings of the Council. The President shall appoint all members of the temporary or ad hoc committees including the Advisory Committee for each meeting. The President may under special circumstances call for a mail or email vote of the Executive Committee.

(2) The President-Elect shall assist the President in any duties which the President may delegate or designate. The President-Elect shall take office as President at the end of the Section meeting at which his/her term as President-elect expires. He/she shall preside as Chairman over the second regular meeting of the Council at this Section meeting. He/she shall preside at any official meeting which the President is unable to attend and shall fulfill the duties of the President should the President be able to discharge them.

(3) The Treasurer shall receive all dues and other funds and shall pay all obligations and debts. He/she shall render a complete financial account to the Council and to the membership. The Treasurer shall submit a proposed budget to the Council. Any deviation from this budget of an amount to be determined by the Council shall receive the approval of the Executive Committee before the expenditure is made. The account of the Treasurer shall be audited annually by a Committee consisting of three Members appointed by the President and approved by the Council. This Committee will sign the cash books and the annual balance together with the Treasurer. The approval of the financial accounts by the Council will relieve the President, Treasurer, and Audit Committee from all subsequent financial responsibility to the Society. The Treasurer may write checks for amounts in excess of $500.00 only when the item has been voted upon by Council or written approval given by the Executive Committee. In the event of incapacitation of the Treasurer, the Past-President is authorized to sign checks for the ISHR, American Section.

(4) The Secretary shall keep a record of all classes of membership of the ISHR, American Section and shall keep a minute book of the transactions of the Section and its committees. He/she shall keep the records of all meetings of the Council, the Standing Committees, and the General Assembly. He/she shall prepare a Secretary's Report dealing with the activities of the American Section and submit it to the President before each meeting. He/she shall be responsible for coordinating the secretariat of the Society and the time and location of meetings of the Council and society committees during the Section meetings.

Section 3. Executive Committee
The Executive Committee shall consist of seven Members: Immediate Past-President, President, President-Elect, Secretary, Treasurer and two members of the Council. Five members of the Executive Committee shall constitute a quorum. The Executive Committee shall make decisions by majority vote, unless otherwise specified. The Executive Committee may act on behalf of the Council in intervals between the Regular Meetings. All actions of the Executive Committee must be ratified at the next official meeting of the Council or by mail vote of the Council by the earlier specified mechanism. In case of an emergency preventing action by the Council and the membership, the Executive Committee may take over the functions of the Council and the membership and shall continue in office until the emergency is over and until a meeting of the General Assembly and the Council can be held.

Section 4.

Term of Office

The terms of all elected Officers shall be 3 years. No Officer may be re-elected to the same office except the Secretary and the Treasurer who may be elected for no more than two additional terms. The President Elect preferably should be a person who has previously served as an officer or councilor.

ARTICLE V. Standing Committees

Section 1.

Standing Committees shall be:

(1) Nominating Committee

(2) Advisory Committee for the forthcoming Section meeting and

(3) Such other Standing Committees as may be designated by the Council.

Section 2.

Nominating Committee

The Nominating Committee shall consist of 5 Members, 2 shall be nominated by the President-Elect and three shall be selected by the Council at the first meeting during the Section meeting. The Chairman of the Nominating Committee shall be appointed by the President. He/she shall convene his/her Committee as early during the Section meeting as possible. The Chairman should be introduced at the business meeting and may solicit suggestions in writing from the Members for the list of nominees. Such written nominations should be accompanied by a curriculum vitae. Current members of the Nominating Committee are not eligible for nomination as officers. The Nominating Committee through its Chairman is expected to confer frequently with the President in the interval between meetings. The Committee will prepare for the President a final list of nominees for Officers and Members of the Council at least 3 months in advance of the next Section meeting. On this list the previous President will, of course, become Past-President, and the previous President-Elect will become President. For all other positions, including each vacancy on the Council, the Nominating
Committee shall nominate two candidates attempting to establish equities in national origin and scientific discipline. The Membership will elect Officers by a majority vote by a mail ballot among the nominees for each particular position. Interim vacancies in any position may be filled by the Executive Committee, and such individuals will serve until the next official meeting of the Council.

Section 3.

Advisory Committee for Section meetings

The Advisory Committee to the forthcoming meeting of the Section will act as the liaison between the local organizing committee of the forthcoming Section meeting and the ISHR, American Section. This Committee will be comprised of Members of the Council and the local organizing committee. The Advisory Committee will meet and function according to guidelines established by the Section for the operation of its meetings. To stimulate input from the Members, the Advisory Committee may encourage suggestions concerning the format and content of the scientific program of the meeting. The President appoints from the Advisory Committee for Section meetings one member, who should be a Council member, and who will serve as a member of the local program committee.

Section 4.

Filling of vacancies

Any vacancy that may occur on the Standing Committees may be filled by the President, subject to the approval by the Executive Committee at its next meeting.

ARTICLE VI. Business Meetings

All Members of the American Section, ISHR attending the Section meeting shall be eligible to attend the business meeting. Members, Emeritus Members, and Honorary Members shall be eligible to vote. The meeting of the membership will be held during the Section meeting after the first Regular Meeting of the Council. The functions of the Business Meeting shall be:

(1) To ratify the actions of the Council on all classes of membership.

(2) To ratify changes in by-laws, rules, and regulations as recommended by the Council. Any proposed change in the By-Laws must be submitted in writing to the President and signed by five Members. It will be read before, and voted upon by the Council before submission to the membership.

(3) To ratify location for future Section meetings

(4) To vote upon any item of business which the Council brings before the membership

All decisions will be made by simple majority vote of those members present at the Business meeting, unless otherwise stated in the By-Laws. New business voted upon by the membership will be considered at the second meeting of the Council of the Society.
ARTICLE VII. Scientific Meetings

The ISHR, American Section will under ordinary circumstances hold its meetings every year. The American Section may sponsor or cosponsor other meetings or workshops as the Executive Committee sees fit, but the Executive Committee shall not obligate the Section financially in excess of the budget approved by the Council.

ARTICLE VIII. Agendas and Minutes of Meetings

Section 1.

Agendas

(a) The agendas for the meetings of the Council and Executive Committee to be held at the time of the section meetings should be distributed at least 1 month prior to the meeting. New items can be added to the agendas and acted upon at the time of the meeting. The agendas for Special Meetings of the Council and the Executive Committee should be distributed at least 1 month prior to the meeting, unless there is an emergency.

(b) The agenda for the Business meeting shall be published in the announcement of the Section meeting. Further suggestions of items for the agenda have to be made to the Council prior to its first Regular Meeting.

Section 2.

Minutes

Minutes of the Committee Meetings and the Council Meetings should be distributed not later than 3 months after the meeting for ratification by mail vote by the Council. Minutes of the Meeting of the Membership shall be ratified by the Executive Committee.

ARTICLE IX. Amendments

Section 1.

Amendments to the By-Laws may be proposed in writing by a majority vote of the Executive Committee. The amendment must be circulated one month in advance of any official meeting of the Council. The amendment must be acted upon at the next official meeting of the Council. The notice of such official meeting shall contain an announcement, text, and explanations of the proposed amendment or amendments. Proposed amendments shall require for their adoption an affirmative vote of two-thirds of the Council present. The action of the Council shall be ratified by the Membership, as proposed in ARTICLE VI.

Section 2.
Upon dissolution of ISHR, American Section, the Council shall, after paying or making provision for the payment of all of the liabilities of the Section, dispose of all of the assets of the Section exclusively for the purposes for which the Section was organized and operated, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as the Council shall determine. The decision of the Council as to the disposition of the assets of the Section shall be ratified by the membership.

Adopted by the Officers of International Society for Heart Research, American Section, June 19, 2008.